

Hearing Date and Time: February __ at 10:00 AM
Response Date and Time: February 5, 2008 at 4:00 PM

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**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re : Chapter 11
:
DELPHI CORPORATION, et al., : Case No. 05-44481 (RDD)
:
Debtors. : (Jointly Administered)
:
----- X

**OBJECTION OF TEMIC AUTOMOTIVE OF
NORTH AMERICA, INC. AND MOTOROLA, INC. TO THE NOTICE OF CURE
AMOUNT WITH RESPECT TO EXECUTORY CONTRACT OR UNEXPIRED LEASE
TO BE ASSUMED AND ASSIGNED IN
CONNECTION WITH SALE OF STEERING AND HALFSHAFT BUSINESS**

Temic Automotive of North America, Inc. (“**Temic**”) and Motorola, Inc. (“**Motorola**”),
by and through their undersigned counsel, hereby submit this Objection (the “**Objection**”) to the
Notice of Cure Amount With Respect To Executory Contract Or Unexpired Lease To Be
Assumed And Assigned In Connection With Sale Of Steering And Halfshaft Business (the
“**Notice**”).

1. On October 8, 2005 (the “**Petition Date**”), Delphi Corporation (“**Delphi Corp.**”), Delphi Automotive Systems, LLC (“**Delphi Automotive**”), and certain related entities (collectively, “**Delphi**” or the “**Debtors**”) filed voluntary petitions for relief under Chapter 11 of Title 11, United States Code (the “**Bankruptcy Code**”) in the United States Bankruptcy Court for the Southern District of New York. Delphi remains in possession of its property and continues to operate its business as a debtor-in-possession pursuant to Bankruptcy Code §§ 1107(a) and 1108.

2. Motorola has filed claim number 2402.¹

3. After the Debtors filed their voluntary petitions for relief, Motorola sold the division involved in these bankruptcy cases as well as claim number 2402 to Temic. On August 4, 2006, Motorola and Temic filed a Notice of Transfer of Claim pursuant to Bankruptcy Rule 3001(e)(2) and disclosed that Motorola had transferred “all of its right, title, interest, claims and causes of action in and to, or arising under or in connection with” certain claims filed against Delphi, including the claim number 2402, to Temic.

4. Debtors objected to claim number 2402 in Debtors’ Seventeenth Omnibus Objection To Claims (the “**Seventeenth Objection**”).

5. Motorola timely filed a response to the Seventeenth Objection (the “**Response**”).

6. In contesting the claim number 2402 in the Seventeenth Objection, the Debtors argued that claim number 2402 should be revised as to the asserted amount and classification as follows: (a) a priority unsecured claim in the amount of \$39,060.00; and (b) a general unsecured claim in the amount of \$2,477,036.88, for a total amount of \$2,516,096.88.

¹ The Respondents rely upon their proof of claim and the agreements and other documents attached thereto to support their claim. These materials have not been submitted with this Response but are available from the Temic upon request. All of these materials have been previously submitted to the Debtors.

7. In the Response, the parties stipulated that the total amount of claim number 2402 should be \$2,516,096.88.

8. In the Notice, the Debtors assert that the proper cure amount is \$2,255,696.88, or \$260,400.00 less than the amount scheduled by the Debtors in the Seventeenth Objection and stipulated to by the parties.

9. Temic and Motorola believe the Debtors may have neglected to include P.O. # 550068913 in with the proposed sale that should be part of the assumed contracts.

ARGUMENT

10. On or about March 21, 2001, Delphi and Motorola executed the “Additional Purchase Order Provisions Long Term Contract” (the “**Agreement**”) by which Delphi agreed to purchase approximately 100% of its production and service requirements for the Products (as defined in the Agreement) from Motorola.

11. From inception of the Agreement through the Petition Date, Motorola performed services and delivered goods (the “**Goods**”) to Delphi pursuant to the Agreement.

12. In connection with the Debtors’ sale of the steering and halfshaft business, the Debtors’ seek to assume the Agreement. Therefore, the Debtors must pay the full amount of the claim under the Agreement and the related purchase orders.

13. The parties have already stipulated as to the proper claim amount with respect to amount the claim under the Agreement when they resolved the amount of claim number 2402.

14. Therefore, the amount of the cure claim should be \$2,516,096.88, the amount previously stipulated to by the parties if P.O. # 550068913 is related to any part of the sale of the business.

15. Temic and Motorola have contacted Debtors' counsel and the parties have agreed to attempt to resolve this dispute without further court involvement, but files this Response in order to preserve its rights.

16. Temic and Motorola reserve all other rights and remedies under the Bankruptcy Code and other applicable law.

WHEREFORE, Temic and Motorola respectfully request that the Court determine that the cure amount in connection with claim number 2402 be set at \$2,516,096.88 and grant Temic and Motorola such other relief as the Court deems just and proper.

Dated: February 5, 2008

Respectfully submitted,
McDermott Will & Emery LLP

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